

## **EXHIBIT 2**

**Expense Detail**  
**September 1, 2012 to December 31, 2012**

<b><u>Date</u></b>	<b><u>Amount</u></b>	<b><u>Description</u></b>
1-Sep-12	\$39.04	Dinner - Late Work after 8:00 p.m. - August 4, 2012 - Bryan Dluhy and Sahil Mehta.
1-Sep-12	\$29.55	Travel - Taxi - Late Work after 8:00 p.m. - August 5, 2012 - Bryan Dluhy.
1-Sep-12	\$20.00	Dinner - Late Work after 8:00 p.m. - August 8, 2012 (capped at \$20.00) - Bryan Dluhy.
11-Sep-12	\$29.00	Travel - August 4, 2012 - New Jersey Rail ticket - John Dempsey.
11-Sep-12	\$35.00	Travel - August 4, 2012 - New York - Taxi, 10:00 p.m. - John Dempsey.
11-Sep-12	\$40.00	Dinner - Travel - August 6, 2012 - John Dempsey and Jordan Wishnew (capped at \$20.00 per person).
11-Sep-12	\$12.50	Travel - August 6-8, 2012 - MTA train pass - John Dempsey.
11-Sep-12	\$637.78	Hotel - Travel - New York - August 6-8, 2012 - John Dempsey.
11-Sep-12	\$10.00	Meal - Travel - August 7, 2012 - John Dempsey.
11-Sep-12	\$20.00	Meal - Travel - August 7, 2012 - John Dempsey (capped at \$20.00).
11-Sep-12	\$2.67	Meal - Travel - August 7, 2012 - John Dempsey.
11-Sep-12	\$286.38	Airfare - New York to Chicago - August 8, 2012 - John Dempsey.
11-Sep-12	\$4.62	Meal - Travel - August 8, 2012 - John Dempsey.
11-Sep-12	\$35.00	Travel - August 8, 2012 - New York - Taxi - Court to LaGuardia Airport - John Dempsey.
11-Sep-12	\$20.00	Dinner - Travel - August 9, 2012, John Dempsey (capped at \$20.00).
11-Sep-12	\$35.00	Airline Fee.
11-Sep-12	\$35.00	Airline Fee.
30-Sep-12	\$27.45	Legal Fees (detail attached).
31-Oct-12	\$3,563.10	Legal Fees (detail attached).
30-Nov-12	\$228.45	Legal Fees (detail attached).
1-Dec-12	\$20.00	Dinner - Late Work after 8:00 p.m.- November 15, 2012 - Brian Dluhy (capped at \$20.00).
1-Dec-12	\$28.00	Dinner - Late Work after 8:00 p.m. - November 16, 2012 - Brian Dluhy and Sahil Mehta.
1-Dec-12	\$21.55	Travel - Taxi - Late Work after 8:00 p.m. - November 16, 2012 - Brian Dluhy.
1-Dec-12	\$40.00	Dinner - Late Work after 8:00 p.m. - November 18, 2012 - Brian Dluhy and Sahil Mehta (capped at \$20.00 per person).
1-Dec-12	\$21.45	Travel - Taxi - Late Work after 8:00 p.m. - November 19, 2012 - Brian Dluhy.
1-Dec-12	\$12.78	Travel - Taxi - Late Work after 8:00 p.m. - November 20, 2012 - Brian Dluhy.
18-Dec-12	\$18.00	Travel - Taxi - Late Work after 8:00 p.m. - November 18, 2012 - Sahil Mehta.
18-Dec-12	\$14.90	Dinner - Late Work after 8:00 p.m. - November 29, 2012 - Sahil Mehta.
18-Dec-12	\$17.85	Travel - Taxi - Late Work after 8:00 p.m. - November 29, 2012 - Sahil Mehta.
18-Dec-12	\$13.36	Dinner - Late Work after 8:00 p.m. - December 4, 2012 - Sahil Mehta.
18-Dec-12	\$18.85	Travel - Taxi - Late Work after 8:00 p.m. - December 4, 2012 - Sahil Mehta.
18-Dec-12	\$12.25	Dinner - Late Work after 8:00 p.m. - December 6, 2012 - Sahil Mehta.
18-Dec-12	\$18.23	Travel - Taxi - Late Work after 8:00 p.m. - December 6, 2012 - Sahil Mehta.
18-Dec-12	\$17.85	Travel - Taxi - Late Work after 8:00 p.m. - December 12, 2012 - Sahil Mehta.
21-Dec-12	\$17.12	Dinner - Late Work after 8:00 p.m. - November 15, 2012 - Alexander Nesterov.
21-Dec-12	\$16.65	Travel - Taxi - Late Work after 8:00 p.m. - November 15, 2012 - Alexander Nesterov.
31-Dec-12	\$7,857.78	Legal Fees (detail attached).

**TOTAL: \$13,277.16**

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October 24, 2012

No: 100078390

For professional services rendered with regard to:

*Re: Residential Capital, LLC*

**[L120] Analysis/Strategy**

Sep 10, 2012	Eggert, Devon J.	0.10	30.50
	E-mail correspondence to John Dempsey regarding preparation of first interim fee application (0.1).		
Total [L120] Analysis/Strategy		0.10	30.50

**FEE SUMMARY**

TIMEKEEPER	HOURS	RATE	FEES
Eggert, Devon J.	0.10	305.00	\$30.50
TOTAL HOURS	0.10		
TOTAL FEES			\$30.50
TOTAL FEES AND DISBURSEMENTS			\$30.50

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November 13, 2012

Statement No: 100080047

For professional services rendered with regard to:

Re: Residential Capital, LLC

Oct 9, 2012	DJE	Telephone conference with John Dempsey regarding preparation of first interim fee application (0.1); e-mail correspondence to Katie Sheldon regarding same (0.1).	0.20
Oct 11, 2012	KCS	Draft first interim fee application (1.8); review and revise exhibits to same in compliance with time detail requirements (1.5); e-mail correspondence to Devon Eggert regarding same (0.2).	3.50
Oct 15, 2012	DJE	Review and revise draft fee application (1.4).	1.40
Oct 19, 2012	DJE	Additional revisions to Mercer's first interim fee application (2.2); review retention application, order and docket for same (0.5); telephone conference with John Dempsey regarding fee application and hearing on same (0.5); multiple e-mail correspondence to John Dempsey regarding same (0.2).	3.40
Oct 19, 2012	KCS	Revise fee application (1.4); draft certification of Devon Eggert in support of fee application (0.3); draft supplemental declaration of John Dempsey in support of fee application (0.6); multiple e-mail correspondence and telephone conferences with Devon Eggert regarding same (0.4); file same (0.3).	3.00
Oct 19, 2012	TRF	Review and revise interim fee application of Mercer (0.3); e-mail correspondence and conference with Devon Eggert regarding same (0.2).	0.50
Oct 22, 2012	KCS	Draft correspondence to debtors' counsel regarding September monthly fee statement (0.7); draft September monthly fee statement (0.9); e-mail correspondence with Devon Eggert regarding same (0.2).	1.80
Oct 22, 2012	DJE	Review and revise supplemental affidavit detailing basis for increase in hourly rate of Brian Dluhy (0.3); multiple e-mail correspondence with Katie Sheldon regarding September fee statement (0.2).	0.50

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November 13, 2012

Oct 23, 2012	DJE	Additional revisions to supplemental application for John Dempsey in support of retention application to account for rate increase, per retention order (0.4); finalize draft monthly fee statement (0.1); e-mail correspondence to Katie Sheldon regarding same (0.1); e-mail correspondence to John Dempsey regarding open items for same (0.1).	0.70
Oct 23, 2012	KCS	Revise September monthly fee statement (0.2).	0.20

FEE SUMMARY

<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>RATE</u>	<u>FEES</u>
Fawkes, Thomas R.	0.50	465.00	\$232.50
Eggert, Devon J.	6.20	305.00	\$1891.00
Sheldon, Kathryn C.	8.50	215.00	\$1827.50
TOTAL HOURS	15.20		
SUBTOTAL FEES			\$3,951.00
LESS DISCOUNT			<u>\$-395.10</u>
TOTAL FEES			\$3,555.90

DISBURSEMENTS

Oct 19, 2012	FIRM	Photocopying	7.20
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DISBURSEMENT SUMMARY

Photocopying	7.20
TOTAL DISBURSEMENTS	<u>\$7.20</u>
<b>TOTAL FEES AND DISBURSEMENTS</b>	<b>\$3,563.10</b>

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December 27, 2012

No: 100083652

For professional services rendered with regard to:

*Re: Residential Capital, LLC*

**[C100] Fact Gathering**

<i>Nov 30, 2012</i>	<i>Sheldon, Kathryn C.</i>	0.30	64.50
	Review docket in regard to objections to fee application (0.2); e-mail correspondence to Devon Eggert regarding same (0.1).		
	Total [C100] Fact Gathering	0.30	64.50

**[L120] Analysis/Strategy**

<i>Nov 8, 2012</i>	<i>Eggert, Devon J.</i>	0.30	91.50
	Multiple e-mail correspondence with John Dempsey regarding draft supplemental declaration in support of retention application (0.1); revise application based upon same (0.1); multiple e-mail correspondence with Jordan Wishnew (counsel for debtors) regarding same (0.1).		
<i>Nov 16, 2012</i>	<i>Sheldon, Kathryn C.</i>	0.30	64.50
	E-mail correspondence to Devon Eggert regarding supplemental declaration (0.1); draft certificate of service for same (0.1); file same (0.1).		
	Total [L120] Analysis/Strategy	0.60	156.00

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December 27, 2012

**FEE SUMMARY**

TIMEKEEPER	HOURS	RATE	FEES
Eggert, Devon J.	0.30	305.00	\$91.50
Sheldon, Kathryn C.	0.60	215.00	\$129.00
TOTAL HOURS	0.90		
TOTAL FEES			\$220.50

**DISBURSEMENTS**

**DISBURSEMENT SUMMARY**

Appearance fee	30.00
TOTAL DISBURSEMENTS	\$30.00
TOTAL FEES AND DISBURSEMENTS	\$250.50

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## Freeborn &amp; Peters LLP

January 14, 2013

No: 100084851

For professional services rendered with regard to:

*Re: Residential Capital, LLC***[L120] Analysis/Strategy**

<b>Dec 10, 2012</b>	<b>Eggert, Devon J.</b>	0.30	91.50
	Review U.S. Trustee omnibus objection for objections to Mercer interim fee application (0.1); e-mail correspondence to John Dempsey regarding same (0.2).		
<b>Dec 10, 2012</b>	<b>Sheldon, Kathryn C.</b>	0.10	21.50
	E-mail correspondence from Devon Eggert regarding objection to fee application (0.1).		
<b>Dec 11, 2012</b>	<b>Eggert, Devon J.</b>	0.20	61.00
	Telephone conference with Jordan Wishnew (counsel for debtors) regarding December 20 hearing on fee applications (0.1); e-mail correspondence to John Dempsey regarding same (0.1).		
<b>Dec 11, 2012</b>	<b>Fawkes, Thomas R.</b>	0.20	93.00
	Conference and e-mail correspondence with Devon Eggert regarding upcoming hearing on interim fee application and potential objections to same (0.2).		
<b>Dec 12, 2012</b>	<b>Eggert, Devon J.</b>	0.50	152.50
	Conference with Tom Fawkes regarding December 20 fee application hearing and preparation for same (0.2); review U.S. Trustee's objection based upon same (0.2); review fee application based upon same (0.1).		
<b>Dec 12, 2012</b>	<b>Sheldon, Kathryn C.</b>	0.60	129.00
	Review memorandum opinion on KEIP in connection with fee application objection (0.4); e-mail correspondence to Devon Eggert regarding same (0.2).		

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<i>Dec 12, 2012</i>	<i>Fawkes, Thomas R.</i>	0.40	186.00
	E-mail correspondence to Devon Eggert regarding strategy concerning upcoming hearing on Mercer's first interim fee application and potential challenges to same (0.2); conference with Devon Eggert regarding same (0.2).		
<i>Dec 14, 2012</i>	<i>Eggert, Devon J.</i>	1.00	305.00
	Review and prepare for telephone conference with working group regarding December 20 fee application hearing (0.3); attend same (0.6); telephone conference with Jordan Wishnew (counsel for debtors) regarding same (0.1);		
<i>Dec 14, 2012</i>	<i>Fawkes, Thomas R.</i>	1.20	558.00
	Review fee application of Mercer in preparation for conference with John Dempsey (0.2); telephone conference with Devon Eggert, John Dempsey and Allison Brecher regarding objections to Mercer fee application and strategy for upcoming hearing (0.6); review Judge Glenn's opinion on denial of Key Employee Incentive Plan for same (0.4).		
<i>Dec 17, 2012</i>	<i>Eggert, Devon J.</i>	0.70	213.50
	Multiple e-mail correspondence with Brian Masumoto of U.S. Trustee's office regarding objection to Mercer fee application (0.2); multiple e-mail correspondence with Tom Fawkes regarding same (0.2); conference with Tom Fawkes regarding same (0.2); review declaration of John Dempsey in support of key employee compensation plans for addressing potential issues at fee application hearing (0.1).		

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<i>Dec 17, 2012</i>	<i>Fawkes, Thomas R.</i>	1.00	465.00
	Review declarations of John Dempsey in support of KEIP and KERP (for purposes of preparing for fee application hearing) (0.6); multiple e-mail correspondence with Devon Eggert regarding same and discussions with US Trustee's office concerning Mercer interim fee application (0.2); conference with Devon Eggert regarding same (0.2).		
<i>Dec 17, 2012</i>	<i>Sheldon, Kathryn C.</i>	0.30	64.50
	Research on fee application issues in preparation for hearing on December 20, 2012 (0.2); e-mail correspondence to Devon Eggert regarding same (0.1).		
<i>Dec 18, 2012</i>	<i>Eggert, Devon J.</i>	1.00	305.00
	Telephone conference with Tom Fawkes and John Dempsey regarding potential issues for December 20 fee application hearing (0.6); review and prepare for same (0.2); multiple e-mail correspondence with Tom Fawkes regarding same (0.2).		
<i>Dec 18, 2012</i>	<i>Fawkes, Thomas R.</i>	0.80	372.00
	Telephone conference with John Dempsey and Devon Eggert regarding upcoming hearing on Mercer interim fee application (0.6); multiple e-mail correspondence with Devon Eggert regarding same (0.2).		
<i>Dec 19, 2012</i>	<i>Eggert, Devon J.</i>	0.30	91.50
	Multiple e-mail correspondence with Erica Richards (counsel for debtors) regarding Mercer's discussions with Office of United States Trustee regarding fee application objections (0.1); review responses to U.S. Trustee fee application objections for arguments relating to KEIP services (0.1); e-mail correspondence to John Dempsey and Tom Fawkes regarding same (0.1).		

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<i>Dec 19, 2012</i>	<i>Sheldon, Kathryn C.</i>	0.60	129.00
	Research on fee application issues in preparation for hearing on December 20, 2012 (0.5); e-mail correspondence to Devon Eggert regarding same (0.1).		
<i>Dec 19, 2012</i>	<i>Fawkes, Thomas R.</i>	1.40	651.00
	Telephone conference with John Dempsey regarding strategy for upcoming hearing on interim fee application (0.3); multiple e-mail correspondence with Devon Eggert regarding same (0.2); prepare for hearing (including review of KEIP opinion, responses filed by Morrison & Forster and FTI Consulting, and drafting of hearing notes) (0.9).		
<i>Dec 20, 2012</i>	<i>Eggert, Devon J.</i>	0.30	91.50
	Multiple e-mail correspondence with Erica Richards (counsel for debtors) regarding continued hearing on Mercer fee application (0.1); multiple e-mail correspondence with Tom Fawkes regarding same (0.2).		
<i>Dec 28, 2012</i>	<i>Eggert, Devon J.</i>	0.10	30.50
	Multiple e-mail correspondence with Erica Richards (counsel for debtors) regarding monthly fee statements (0.1).		
Total [L120] Analysis/Strategy		11.00	4,011.00

[L450] Trial and Hearing Attendance

<i>Dec 19, 2012</i>	<i>Fawkes, Thomas R.</i>	1.75	813.75
	Travel from Chicago to New York for ResCap omnibus hearing (3.5) (only half of 3.5 hours of travel time billed).		

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<i>Dec 20, 2012</i>	<i>Fawkes, Thomas R.</i>	5.70	2,650.50
	Attend and participate in omnibus hearing in Residential Capital chapter 11 case, including professional fee applications (4.0); prepare for hearing on Mercer first interim fee application (1.0); conferences with John Dempsey and other parties (including Brian Masumoto and Debtors' counsel) regarding same (0.7).		
<i>Dec 20, 2012</i>	<i>Fawkes, Thomas R.</i>	1.50	697.50
	Travel from New York to Chicago following omnibus hearing in Residential Capital case (3.0) (only half of 3.0 hours of travel time billed).		
Total [L450] Trial and Hearing Attendance		8.95	4,161.75

**FEE SUMMARY**

TIMEKEEPER	HOURS	RATE	FEES
Fawkes, Thomas R.	13.95	465.00	\$6,486.75
Eggert, Devon J.	4.40	305.00	\$1,342.00
Sheldon, Kathryn C.	1.60	215.00	\$344.00
TOTAL HOURS	19.95		
TOTAL FEES			\$8,172.75

**DISBURSEMENTS**

**DISBURSEMENT SUMMARY**

Travel Expense	479.80
Parking (311 South Wacker)	22.50
TOTAL DISBURSEMENTS	\$502.30

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TOTAL FEES AND DISBURSEMENTS	\$8,675.05
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